

NEC FINANCE PLC

The NEC Birmingham B40 1NT
Telephone +44 (0) 121 780 4141
Facsimile +44 (0) 121 767 3588

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the Company will be held in the Level 4 Boardroom, Centre Core Offices at the National Exhibition Centre on Friday 12 September 2008 at 1200 hours to transact the following business:

1. to consider, and if thought fit, pass the following resolutions which will be proposed as Special Resolutions:

SPECIAL RESOLUTIONS

- a. "THAT the form of articles of association of the Company tabled at the meeting be adopted as the articles of association of the Company."
 - b. "THAT the directors of the Company may, in accordance with section 175(5)(a) of the Companies Act 2006, authorise any matter which would, but for such authorisation, give rise to a breach of the duty of directors to avoid conflicts of interest under section 175(1) of the Companies Act 2006."
2. To receive the Directors Report and Audited Accounts of the Company for the Year Ended 31 March 2008.
 3. To re-appoint the auditors, PricewaterhouseCoopers LLP, and authorise the Directors to fix their remuneration.
 4. To transact any ordinary business of the Company.

BY ORDER OF THE BOARD


Caroline Stretton
COMPANY SECRETARY

NEC Finance plc, The National Exhibition Centre, Birmingham B40 1NT

Wednesday 20 August 2008



Binding contractual relationships shall not be created or conducted until execution of a formal written agreement. All written and oral communications by NEC Finance Plc are made subject to contract.

Registered in England No 2652843 Registered Office The National Exhibition Centre Birmingham B40 1NT

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CONSENT TO SHORT NOTICE OF MEETING OF SHAREHOLDERS

We, the undersigned, being all the holders of shares in the Company having the right to attend and vote at the meeting of holders of shares convened by the attached notice agree that the meeting shall be deemed to have been duly called and the resolutions set out in the notice of the meeting may be proposed at the meeting notwithstanding that less than the period of notice specified in the Companies Act 2006 or in the articles of association of the Company has been given.

Members' signatures

Signed : Dated:
For and on behalf of The National Exhibition Centre Limited

Signed : Dated:
John Mark Hornby

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NEC FINANCE PLC
(the "Company")

I hereby certify the attached document to be the form of articles of association of the Company tabled and adopted as the articles of association of the Company at the Annual General Meeting of NEC Finance Plc held on Friday 12 September 2008.



.....
Caroline Stretton
Company Secretary

NEC FINANCE PLC

Company number: 2652843

**Minutes of an Annual General Meeting of The National Exhibition Centre Limited (Company)
held at The National Exhibition Centre on Friday 12 September 2008**

4. RESOLUTIONS

The resolutions set out in the Notice were duly proposed and voted upon and the chairman declared that resolution numbers 1(a) and 1(b) in the Notice had been passed on a show of hands as special resolutions and the shareholders approved the conflicts of interest set out in Appendix A attached and resolution numbers 2 and 3 in the Notice had been duly passed on a show of hands as ordinary resolutions

I hereby certify this to be a true extract of the draft minutes of the Annual General Meeting of NEC Finance plc held on Friday 12 September 2008



Caroline Stretton
Company Secretary

NEC FINANCE PLC

ARTICLES OF ASSOCIATION

No

THE COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY
SHARES

ARTICLES OF
ASSOCIATION

of

NEC FINANCE plc

(Adopted by Special Resolution passed on 12 September 2008)

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles. Any reference to the "Acts" shall be to the Companies Act 1985 and the Companies Act 2006 as the same are in force from time to time.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles

SHARE CAPITAL

3. The share capital of the company is £50,000 divided into 50,000 ordinary shares of £1 each.

SHARE CERTIFICATES

4. Regulation 6 of Table A shall apply subject to the addition of the words "or otherwise executed by or on behalf of the Company" after the words "sealed with the seal" in the second sentence thereof.

TRANSMISSION OF SHARES

5. The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends,

bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied Regulation 31 of Table A shall be modified accordingly

NOTICE OF GENERAL MEETING

6. Regulation 38 of Table A shall apply subject to the addition of the words "in the case of special business" before the words "the general nature" in the penultimate paragraph thereof and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the directors.

VOTES OF MEMBERS

7. Regulation 56 of Table A shall apply subject to the following additions
 - (a) after the word "exercised" in the second sentence of the said Regulation, of the following words:

"or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting";
 - (b) after "48 hours" in the second sentence thereof, the addition of "(excluding any period which falls on a weekend, on Good Friday, Christmas Day or any Bank Holiday)".
8. Regulation 62 of Table A shall apply subject to the following additions:
 - (a) the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting",
 - (b) the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll to any director or to the secretary at the place appointed for the taking of the poll", and
 - (c) the addition, after the words "48 hours" (where such words are used in the context of proxies) of the words "(excluding any period which falls on a weekend, on Good Friday, Christmas Day or any Bank Holiday)".

ALTERNATE DIRECTORS

9. At the end of Regulation 66 of Table A there shall be added the following
"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting".

POWERS OF DIRECTORS

10. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors

under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

11. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it"

APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

12. The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the office or delivered at a meeting of the directors or at a general meeting of the Company to the chairman (unless such notice relates to the chairman) or to the secretary or to any director to whom the notice does not relate appoint any person to be a director either to fill a vacancy or as an additional director and by like notice remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company.
13. Without prejudice to the powers conferred by the last preceding Article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director. A director so appointed shall not be required to retire at the next annual general meeting and regulation 79 of Table A shall not apply.
14. No director shall be required to retire or vacate his office nor shall any person be ineligible for appointment as a director by reason of his having attained any particular age.
15. The directors shall not be liable to retirement by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
16. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly

REMUNERATION OF DIRECTORS

17. The ordinary remuneration of the directors shall be such amount as the directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally. Subject as aforesaid, a director holding office for part only of a year shall be entitled to a proportionate

part of a full year's remuneration. Regulation 82 of Table A shall not apply.

DIRECTORS' APPOINTMENTS AND INTERESTS

18. The penultimate sentence of regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

19. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" wherever it occurs in the said regulation.
20. Provided that (so far as applicable) he has complied with the provisions of section 177 of the Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said section 177) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly.
21. Any director or other person may participate in a meeting of directors or of a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any persons participating in the meeting in this manner shall be deemed to be present in person at that meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.
22. As regards conflicts of interests the following provisions of this Article 22 shall apply:
- (a) This Article 22 shall only apply on and from the commencement in force of section 175 of the Companies Act 2006.
 - (b) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law
 - (i) any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty and a conflict of duties);
 - (ii) a director to accept or continue in any office, employment or position in addition to his office as a director of the Company and without prejudice to the generality of Article 22(b)(i) may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,

provided that for this purpose the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted

- (c) Where the effect of excluding, pursuant to Article 22(b), a director or directors from counting in a quorum at any board meeting would be such that the meeting would not be quorate then the quorum for the meeting at which any such authorisation is sought shall be any two directors.
- (d) In the event that an authorisation sought pursuant to Article 22(b) is not given by the directors, the director seeking the authorisation shall be entitled to request that the matter be determined by resolution of a general meeting.
- (e) If a matter, or office, employment or position has been authorised by the directors in accordance with this Article 22 then
 - (i) the director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position,
 - (ii) the director may absent himself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed, and
 - (iii) the director may make such arrangements (subject to any applicable confidentiality obligations and at his cost) as such director thinks fit for Board and committee papers to be received and read by a professional adviser on behalf of that director and, in the case of a director who is also a member of Birmingham City Council, for those Board and committee papers to be read by any local government officer (in which case the director in question shall not be liable to the Company for any disclosure required by that director under or as a consequence of the Freedom of Information Act 2000 (as may be amended) or any legislation akin to that act as may be in force from time to time).
- (f) A director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the directors pursuant to this Article 22 (subject in any case to any limits or conditions to which such approval was subject).
- (g) This Article 22 is without prejudice to the operation of Article 20.

ASSOCIATE DIRECTORS

- 23 The directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the board. Subject as aforesaid, the directors may limit the powers and duties of any associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

INDEMNITY

24. Subject to the provisions of the Companies Act 2006 (but so that this Article 24 does not extend to any matter insofar as it would cause this Article or any part of it to be void thereunder), the Company shall:
- (a) without prejudice to any indemnity to which the person concerned may otherwise be entitled, indemnify (such indemnity to be limited to the total value of assets held by the Company) any director or other officer (other than an auditor) of the Company against all losses and liabilities incurred by him in the actual or purported execution, or discharge, of his duties in relation to the Company including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding of any material breach of duty on his part) or in which he is acquitted or in connection with any application in which the court grants him relief from liability for negligence, default or breach of duty provided that this indemnity shall not apply where any loss or liability arises as a consequence of fraud, deliberate wrongdoing, recklessness or acts or omissions which are criminal offences, and
 - (b) without prejudice to the provisions of Article 24(a), purchase and maintain insurance for any person who is or was a director or officer against any loss or liability which he may incur, whether in connection with any proven or alleged negligence, default, breach of duty or otherwise in relation to the Company

Regulation 118 of Table A shall not apply.